

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEW JERSEY

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AT 8:30
WILLIAM T. WALSH
CLERK

IN RE: JOHNSON & JOHNSON
DERIVATIVE LITIGATION

Case No.: 10-2033 (FLW)

IN RE: JOHNSON & JOHNSON FCPA
SHAREHOLDER DERIVATIVE
LITIGATION

Case No.: 11-2511 (FLW)

IN RE: COPELAND v. PRINCE ET AL

Case No.: 11-4993 (FLW)

**BRENT AND KIMBERLY J. CLIFTON'S OBJECTION TO THE PROPOSED
SETTLEMENT AND ATTORNEYS' FEE NOTICE OF INTENT TO APPEAR AND
TO BE ABLE TO LISTEN BY TELEPHONE**

To The Honorable Freda L. Wolfson:

1. Brent and Kimberly J. Clifton ("Objectors"), object to the proposed settlement in the above cases.
2. We do not intent to appear at the fairness hearing either in person or through counsel but we do request that either objector or their counsel to be able to listen to the proceedings by telephone.

Objectors or class members

3. Objectors declares that we are a class members. We believe we received notice of the settlement on September 20, 3012. A copy of the email notice is attached. We received the notice after the deadline to object to the settlement. The failure to provide timely

notice and violates our rights and is also a violation of Federal Rule of Civil Procedure, Rule 23. The Court should delay the hearing until the shareholders receiving the late notice have had time to study in depth the settlement. The Court should further inquire whether all known shareholders have received notice as required under Due Process.

4. We were shareholders of Johnson & Johnson on July 11th, 2012.

Objection to the Settlement

5. Objectors specifically adopt the Objection and Motion to Dismiss of Mark Petri Document 61-2 in its entirety.

6. Because we have had inadequate time to review the settlement we reserve the right to file an amended objection if necessary.

7. The settlement is not in the best interests of the shareholders, but only serves to benefit the lawyers.

8. The Plaintiffs cannot meet the adequacy of representation requirements of Rule 23.1(a).

9. The governance changes are minimal and do not represent any meaningful change to corporate policy.

10. The Quality and Compliance Core Objective is valueless and is merely something already adopted by Johnson & Johnson.

11. Johnson & Johnson's promise to follow the law is something they were already required to do and is of no value.

12. The settlement benefits only the lawyers and is of no benefit to the shareholders.

13. There are signs of self-dealing in the settlement and the Court owes the shareholders the fiduciary duty to closely examine the settlement.

14. Plaintiffs have little chance of success on the merits.

15. The fee request is totally and completely excessive.

Relief Requested

Wherefore, Objectors prays that the Court deny the proposed settlement, deny certification of the settlement class, deny the requested fees to Class Counsel and grant Objector such other and further relief as to which Objector may be entitled.

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Dated: October 4, 2012

Certificate of Service

I hereby certify that a copy of the above and foregoing document has been served upon the following by Federal Express delivery on October 4, 2012:

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Clerk of the Court
United States District Court
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Trenton, New Jersey 08608

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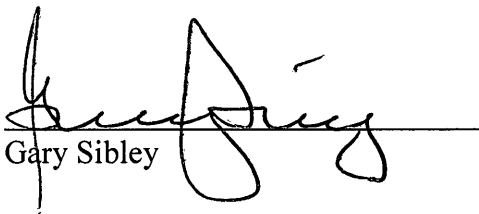
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